

RECORDATION NO. 27380 FILED

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OF COUNSEL
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SURFACE TRANSPORTATION BOARD

February 14, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of February 1, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: U.S. Bancorp Equipment Finance, Inc.
13010 SW 68th Parkway
Portland, Oregon 97223

Lessee: The Andersons, Inc.
480 W. Dussel Drive
Maumee, OH 43537

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

6 gondola railcars: AEX 4182 - AEX 4187.


A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD



MEMORANDUM OF LEASE AGREEMENT

Equipment Finance, Inc.

Memorandum of Lease Agreement is made and entered into on February 01, 2008 by and between U.S. Bancorp Equipment Finance, Inc., formerly known as U.S. Bancorp Leasing & Financial "Lessor", and, The Andersons, Inc., "Lessee".

The undersigned have entered into that certain Master Lease Agreement dated December 30, 1999, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain property as listed below, subject to the terms defined in the Schedule (Number 20002695-002-0002695-060), dated February 01, 2008.

Six (6) Used 1997 Gondola Railcars, Model E643 modified with racks and tarp covering system to carry plate glass, with the following marks and numbers:

AEX 004182; AEX 004183; AEX 004184; AEX 004185; AEX 004186; AEX 004187;

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed as of the date and year first above written.

Lessor:
U.S. Bancorp Equipment Finance, Inc.,
formerly known as U.S. Bancorp Leasing & Financial

Lessee:
The Andersons, Inc.

BY: [Signature]
An Authorized Officer

BY: [Signature]
Nicholas C. Conrad
Assistant Treasurer

Executed on this 14 day of Feb, 2008.

Executed on this 14th day of Feb, 2008.

STATE OF Oregon
County of Washington)SS.

STATE OF OHIO
County of LUCAS)SS.

On Feb 14 2008 personally appeared before me, Nicholas C. Conrad, who being duly sworn, stated that he/she is the Vice President of U.S. Bancorp Equipment Finance, Inc., formerly known as U.S. Bancorp Leasing & Financial, acknowledged the foregoing instrument as voluntary act and deed of the Company by virtue of authority from its Board of Directors.

On Feb. 14, 2008 personally appeared before me, Nicholas C. Conrad, who being duly sworn, stated that he/she is the Asst. Treasurer of The Andersons, Inc., acknowledged the foregoing instrument as voluntary act and deed of the Company by virtue of authority from its Board of Directors.

Before me:

Before me:

[Signature]
Notary Public for /
My Commission Expires: 11/18/2011
6/00

[Signature]
Notary Public for /
My Commission Expires: 02/01/2010



JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 02/01/2010

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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/14/08



Robert W. Alvord